

RECORDATION NO. 23099 FILED

ALVORD AND ALVORD

ATTORNEYS AT LAW

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SUITE 200

WASHINGTON, D.C.

20006-2973

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

SEP 21 '00 12:00 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

September 20, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railcar Equipment Lease, dated September 21, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are:

**Lessor**

State Street Bank and Trust Company  
Of Connecticut, N.A.  
225 Asylum Street  
Hartford, CT 06103

**Lessee:**

NOVA Chemicals Inc.  
1550 Coraopolis Heights Road  
Moon Township, PA 15108

Mr. Vernon A. Williams  
September 20, 2000  
Page Two

A description of the railroad equipment covered by the enclosed documents is:

<sup>503</sup>  
~~531~~ railcars within the series NCIX 6005 - NCIX 6535

A short summary of the document to appear in the index follows:

Railcar Equipment Lease between State Street Bank and Trust  
Company of Connecticut, N.A., Lessor, and NOVA Chemicals Inc.,  
Lessee, covering, ~~531~~  
<sup>503</sup> railcars within the series NCIX 6005 - NCIX 6535.

Also enclosed is a check in the amount of \$26.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

# MEMORANDUM OF RAILCAR EQUIPMENT LEASE

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated September 21, 2000, is made by NOVA Chemicals Inc., a Delaware corporation, with an address at 1550 Coraopolis Heights Road, Moon Township, Pennsylvania 15108 (the "Lessee"), and State Street Bank and Trust Company of Connecticut, National Association, a national banking association, with an address at 225 Asylum Street, 23<sup>rd</sup> Floor, Hartford, CT 06103 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Equipment Lease Agreement (the “Lease”) dated as of September 15, 2000, and the Lease Supplement dated September \_\_, 2000 (the “Lease Supplement”) covering the equipment listed on Schedule 1 hereto (the “Units”);

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and the Lease Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers as of the date first above written.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Units to the Lessee in accordance with the terms and conditions of the Lease and the Lease Supplement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

NOVA CHEMICALS INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_ **SUSAN J. WRIGHT**  
Assistant Secretary

RECORDATION NO. 23099 FILED

SEP 21 '00 12-00 PM

STATE STREET BANK AND TRUST  
COMPANY OF CONNECTICUT, NATIONAL  
ASSOCIATION, not in its individual capacity,  
but solely as Owner Trustee

**SURFACE TRANSPORTATION BOARD**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

## MEMORANDUM OF RAILCAR EQUIPMENT LEASE

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KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Equipment Lease Agreement (the "Lease") dated as of September 15, 2000, and the Lease Supplement dated September 21, 2000 (the "Lease Supplement") covering the equipment listed on Schedule 1 hereto (the "Units");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and the Lease Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers as of the date first above written.

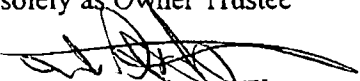
NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Units to the Lessee in accordance with the terms and conditions of the Lease and the Lease Supplement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

NOVA CHEMICALS INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE STREET BANK AND TRUST  
COMPANY OF CONNECTICUT, NATIONAL  
ASSOCIATION, not in its individual capacity,  
but solely as Owner Trustee

By:   
Name: MARK A. FORGETTA  
Title: VICE PRESIDENT

STATE OF PA )  
 ) SS.  
COUNTY OF Allegheny )

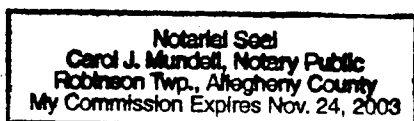
On this 20<sup>th</sup> day of September, 2000, before me personally appeared SUSAN Wright, to me personally known, who by me duly sworn, says that he/she is the Assistant Secretary of NOVA Chemicals, Inc. (the "Company"), that the foregoing instrument was signed on behalf of said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Carol J. Mundell

[SEAL]

My Commission expires:



Member, Pennsylvania Association of Notaries

STATE OF CONNECTICUT

COUNTY OF HARTFORD

)

) SS.

)

On this 21 day of September, 2000, before me personally appeared MARK A. FORGETTA, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of STATE STREET BANK (the "Company"), that the foregoing instrument was signed on behalf of said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Karen R. Felt

[SEAL]

My Commission expires:

KAREN R. FELT  
NOTARY PUBLIC  
My Commission Expires 02/29/2004

## SCHEDULE I

6400 Cubic Foot Covered Hopper Cars numbered:

NCIX006005 to NCIX006535, inclusive, but excluding NCIX series:

6391, 6399, 6406, 6409, 6420, 6425, 6426, 6437,  
6440, 6445, 6450, 6454, 6457, 6458, 6459, 6461,  
6463, 6464, 6468, 6469, 6470, 6474, 6475, 6486,  
6504, 6511, 6517, 6533

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached Memorandum of Railcar Equipment Lease with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/21/00

  
\_\_\_\_\_  
Robert W. Alvord